

VILLAGE OF GEORGETOWN, OHIO

RESOLUTION NO. 1312

RESOLUTION RETAINING ATTORNEY TIMOTHY M. BURKE AND THE LAW FIRM OF MANLEY BURKE, LPA TO SERVE AS SPECIAL LEGAL COUNSEL TO ADVISE THE MAYOR

WHEREAS, Section 8.04 of the Village Charter provides that Village Council may retain special legal counsel as may be required or necessary.

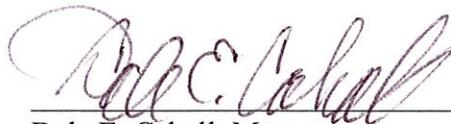
NOW THEREFORE BE IT RESOLVED by the Council of the Village of Georgetown, Brown County, Ohio, a majority or more of all members thereof concurring as follows:

SECTION 1: The Council of the Village of Georgetown (“Village Council”) hereby authorizes and retains Attorney Timothy M. Burke and the law firm of Manley Burke, LPA to serve as special legal counsel to the Mayor. A copy of the Fee Agreement is attached as Exhibit A and incorporated herein by reference.

SECTION 2: That this Council hereby finds and determines that all formal actions relative to the passage of this Resolution were taken in an open meeting of this Council, and that all deliberations of this Council and of its Committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Ohio Revised Code.

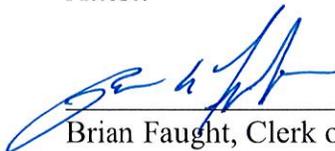
SECTION 3: This Resolution shall take effect at the earliest period allowed by law.

Passed and adopted at a legally convened meeting of Council held on the 10th day of August, 2022.



Dale E. Cahall, Mayor

Attest:



Brian Fought, Clerk of Council

MANLEY BURKE

A LEGAL PROFESSIONAL ASSOCIATION

ROBERT E. MANLEY (1936-2006)

TIMOTHY M. BURKE
SEAN P. CALLAN*
JOHN E. CHRISTOPHER*
MICAH E. KAMRASS

JACKLYN D. OLINGER
PATRICK K. HOGAN*
JACOB W. PURCELL
AMY M. HEBBELEER
ILANA L. LINDER
EMILY J. COUCH*

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Timothy M. Burke
tburke@manleyburke.com

August 8, 2022

COUNSEL

WILLIAM A. MCCLAIN (1913-2014)

GARY MOORE EBY*
GEORGE F. MOELLER

*Also admitted in Kentucky

Via Email:

decahall@yahoo.com

Dale Cahall, Mayor
Village of Georgetown

Dear Mayor:

Manley Burke is pleased to represent you with regard to a potential action under Article IV Section 4.04 of the Charter of the Village of Georgetown. We have represented numerous local governments in Ohio as special counsel or in representing clients involved in disputes with local governments. Our attorneys, including myself, have served as solicitors or law directors for local governments. While we have never represented the Village of Georgetown, in 2006 we did represent the Georgetown School District in a contest of election litigation which reversed the loss of tax levy and obtained a court declaration that the levy passed.

This letter is similar to the type of letter we generally provide to new clients. It provides some background information about Manley Burke, how and when we charge for our services, and what work we will be undertaking on your behalf.

I. DESCRIPTION OF MANLEY BURKE

We are a team of 12 professionals who work together in selected areas of the law, often undertaking complex litigation related to those areas. We serve each client in the areas in which we work with an uncompromising commitment to the highest quality legal representation available. Our work often involves complex transactions and matters affecting substantial human or financial stakes. Our representation frequently engages us in courtroom litigation, as well as administrative and legislative proceedings. While litigation is by nature adversarial, our approach to complex problems is to remain flexible to negotiated resolutions. We have found that this combination of skilled advocacy, highest quality representation, and flexibility toward negotiated resolutions frequently

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produces better and more efficient results than can be produced by protracted adversarial proceedings.

In addition to our extensive national work with fraternities and sororities, we have several areas of concentration in our practice:

- local government, governmental institutions, election law and the decision-making process of governmental entities;
- constitutional and civil rights law;
- property and real estate (including real property taxes), construction disputes, land use planning, subdivision regulation, eminent domain, annexation, and zoning;
- labor and employment law;
- employee benefits law;
- workers' compensation (focusing on representation of injured employees);
- commercial litigation and professional liability; and
- complex litigation.

We represent a number of small businesses, labor unions, professional corporations and non-profit organizations, advising them on various matters such as incorporation, contracts and general consultation.

II. PROFESSIONALS AT MANLEY BURKE

Robert E. Manley was the founder of the law firm that is today, Manley Burke. He died suddenly of a heart attack on March 23, 2006. He is sorely missed, but he has left a well-trained group of professionals at the firm who are dedicated to serving the needs of their clients ethically and effectively.

Principals

Timothy M. Burke's background is largely in local government law and the government decision-making process. He also has a unique concentration in fraternity law. Before beginning his law practice, he spent four years in Cincinnati City Hall as the Legislative Assistant to then-City of Cincinnati Councilmember

Jerry Springer (yes, that Jerry Springer) and was involved extensively in drafting local ordinances. He also spent two years as Executive Director of Little Miami, Inc., and twice served on the staff of Congressman Thomas A. Luken. Approximately 60% of his practice involves representing governmental entities, representing clients in front of governmental decision-making bodies, or litigating for or against governmental entities. He was Law Director of Lockland for 40 years (a position from which he retired at the end of 2021) and served in the same position for Evendale where he has been the Law Director for more than 20 years. He gave up that position effective as of June 1, 2022, but remains special counsel on a major zoning matter. He served as special counsel to the Attorney General of Ohio for 17 years and represented both Cincinnati State Technical and Community College and the University of Cincinnati on matters assigned by the Attorney General's Office. He is listed in **Best Lawyers in America®**, **Ohio Super Lawyers** and either **Best Lawyers** or **Super Lawyers** designated him as Cincinnati's Best Lawyer in either Land Use and Zoning or Municipal Litigation for 2011, 2012, 2015, 2016, 2017, 2019, 2020 and 2021. He is rated AV®-Preeminent by **Martindale-Hubbell**.

Sean P. Callan has a multifaceted practice in real estate law, business transactions and tax, and litigation. He has a national practice representing Greek letter organizations including fraternities, foundations and house corporations. Sean has an equally strong commercial real estate practice with deep experience in development, leasing, financing, land use, and zoning, purchase and sale transactions, and leasing. Finally, Sean has substantial litigation experience including real estate tax appeals and administrative zoning work. Licensed to practice in Ohio and Kentucky, Sean is rated AV®-Preeminent in Real Estate, Business Law and Litigation by **Martindale-Hubbell**, and is listed in the **Best Lawyers in America®** in Real Estate. He was named by **Best Lawyers** as best in Cincinnati for land use and zoning.

John E. Christopher has a multifaceted practice in nonprofit organizations, business transactions and tax, and estate planning. His nonprofit organizations practice is varied and national in scope. His nonprofit organization clients include corporate foundations of Fortune 100 companies, family foundations, university affiliated organizations and Greek letter organizations including fraternities, foundations and house corporations. John has an equally strong for-profit enterprise practice with deep experience in corporate governance, tax-efficient transactions and ongoing business operations. Licensed to practice in Ohio and Kentucky, John is listed in the **Best Lawyers in America®** in nonprofit organizations.

Micah Kamrass's practice focuses on higher education law, municipal law, real estate law and election/campaign finance law. In his higher education law

practice, Micah serves as general counsel and special counsel to numerous international fraternities and sororities and their affiliated entities. In his real estate practice, Micah provides counsel on a wide range of real estate matters to clients ranging from small, family-owned businesses to some of the largest companies in the world. In his election/campaign finance law practice, Micah provides trusted counsel to many of Cincinnati's elected officials and other civic leaders. Micah was selected as a Rising Star by Super Lawyers in 2020 and 2021, signifying a finding based on peer review that he is in the top 2.5% of attorneys in the state of Ohio under the age of 40.

Micah attended The Ohio State University for undergraduate, graduate, and law school. While there, he served as Student Body President where he represented 40,000 students. Micah was also President of the Ohio State University chapter of Alpha Epsilon Pi and served as a member the Alpha Epsilon Pi International Supreme Board of Governors. In addition to his law degree, Micah has a Doctorate in Higher Education Leadership and Policy from Vanderbilt University. Micah also serves as an Adjunct Professor of Higher Education Law at the University of Louisville and at Vanderbilt.

Associates

Jacklyn D. Olinger is a 2007 graduate of the University of Dayton School of Law. While in law school, she was a summer associate at Cadwalader, Wickersham & Taft LLP in New York City, served as an extern for the United States District Court for the Southern District of Ohio and served as a legal intern for General Electric Aviation. Jacklyn focuses her practice in the area of corporate law, with a focus on matters related to nonprofit and tax-exempt organizations. Jacklyn has worked with John Christopher and Sean Callan representing national fraternities and sororities, their chapters, foundations and house corporations.

Patrick Hogan is a 2013 graduate of Chase College of Law at Northern Kentucky University and did his undergraduate studies at St. Louis University. His practice is currently focused on assisting fraternity foundations. He is also an elected member of the Bellevue, Kentucky City Council, a suburb of Cincinnati.

Amy M. Hebbeler is a 2016 graduate of Northern Kentucky University Salmon P. Chase College of Law (summa cum laude). While there, she was as Associate Editor for the Northern Kentucky Law Review and Vice President of the Chase Chapter of the Federal Bar Association. Amy earned a B.A. in History and International Studies from Centre College in 2013 (cum laude). Her practice focuses on the issues specific to nonprofit and tax-exempt organizations, in addition to corporate law, real estate law and estate planning.

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Ilana Lauren Linder holds a law degree from Indiana University's Maurer School of Law, a Masters in Educational Leadership from I.U. and recently completed her course work for her Ph.D. (with a 4.0 GPA) in Education Policy Studies, also from I.U. She is licensed to practice law in both Ohio and Washington, D.C. She has made numerous presentations nationally and has published several articles in the education policy area. She was recently named a Rising Star by Super Lawyers.

Jacob Purcell graduated *summa cum laude* from Miami University, obtained his law degree from the University of Pennsylvania Law School, and completed the executive education and negotiation program at the Wharton Business School. Jacob joined Manley Burke after practicing corporate and real estate law for several years at Katz Teller. Jacob's practice includes complex company mergers and acquisitions, general corporate law, real estate law, and residential and commercial construction contracting and dispute management. Jacob serves as outside general counsel for many large organizations in Cincinnati, including Mount St. Joseph University, the Contemporary Arts Center, Cincinnati Preschool Promise, Romero Academy, and many more. Jacob has also served as special counsel for Northern Kentucky University. He is often asked to negotiate high value transactions and disputes. For example, this year, Jacob structured, negotiated, and closed a merger of over \$100 Million in combined assets.

Emily Cooney Couch is the newest associate to join the firm. Emily is a 2017 graduate of Northern Kentucky University Salmon P. Chase College of Law (*cum laude*), after earning her B.A. in History from Northern Kentucky University in 2014. Emily is admitted to practice in both the State of Ohio and the Commonwealth of Kentucky, as well as the Southern District of Ohio and the Eastern District of Kentucky Federal Courts. Emily's practice focuses on civil litigation, with particular emphasis on employment, local government, zoning, land use, real estate, business, and landlord/tenant issues. In addition to representing her clients both in and out of court, Emily focuses on regulatory compliance. Emily is experienced in assisting businesses to develop and implement HIPAA and other regulatory policies. She has conducted workforce trainings for both small and large entities to ensure and maintain compliance with such regulations. Emily will likely assist me in this matter.

Of Counsel

George F. Moeller is a 1984 graduate of the University of Cincinnati, College of Law. He is a member of the Ohio Academy of Trial Lawyers, Cincinnati Bar Association and is a member of the Florida Bar. George practices primarily in the fields of Workers' Compensation, Social Security Disability, and Labor Law and

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Employee Benefits. Mr. Moeller has been Of Counsel to our firm since January, 1995.

Gary M. Eby joined us in February of 1999 as Of Counsel. The focus of his practice is on labor law and employee benefit plans, administration and litigation.

We frequently employ law clerks and planning co-op students from the Design Arts, Architecture and Planning College (DAAP) at University of Cincinnati. This summer we have both three law students serving as law clerks, one of whom had previously been a planning co-op with us and a planning co-op who returns to us for a second co-op term.

III. CLIENT AND SCOPE OF SERVICES

Our task will be to advise you regarding your rights under the Georgetown Charter, and if two members of Council elect to initiate an action seeking your removal, defend your right to fulfill your term of office as the Mayor of Georgetown.

IV. METHOD OF CHARGES AND PAYMENT

We bill for our services on an hourly basis for each one tenth of an hour of time. Our rates for attorneys range from \$510 to \$350 an hour. While my general hourly rate is at the top end of that range, I have maintained a practice of billing local governments and their officials at lower rates and in this matter, I will bill at \$350 per hour. That is the same rate I charged the Village of Bethel when acting as special counsel to chair a hearing involving the police chief. I anticipate that I will use a law clerk to conduct certain legal research.

As discussed above, we also employ a full-time paralegal, law clerks (full or part time) and/or a planning co-op student. Their rates are substantially lower and we use them when appropriate. We generally review all our rates annually.

In addition to our hourly fees, we also bill for our out-of-pocket expenses for such things as extraordinary copying costs, filing fees, court reporter costs and so on. We send out our bills shortly after the first of each month. They are due and payable within 30 days. Bills not paid within that period of time draw interest at the rate of ten percent per year.

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V. DURATON OF ENGAGEMENT

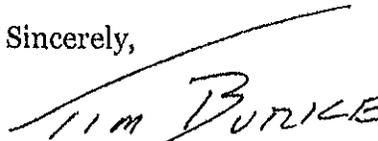
Either you, the client, or Manley Burke may terminate the engagement at any time for any reason by written notice to the other, subject on our part to applicable Rules of Professional Conduct. In the event that we terminate the engagement, we will take such steps as are reasonably practicable to protect your interests in this matter, and, if you request, we will suggest possible successor counsel and provide you with whatever papers you have provided to us. If permission for withdrawal is required by a court, we will promptly apply for such permission and assist you as you may desire to engage successor counsel.

VI. FILE RETENTION

During the firm's representation, any otherwise nonpublic information you supply to us will be kept confidential in accordance with applicable Rules of Professional Conduct and the terms of this engagement letter. At the conclusion of a matter, the firm's policy is to deliver to clients all documents and materials the client has provided the firm as a part of the representation to which the matter relates. To minimize unnecessary storage expenses, the remainder of the physical and electronic files pertaining to the matter will be transferred to storage for retention. At the end of the file's retention period (10 years at a minimum), we will securely dispose of all material in the file unless we hear from you otherwise.

Please feel free to call me with any questions.

Sincerely,



Timothy M. Burke

I agree to retain the services of Manley Burke as described in the above letter of August 8, 2022.



Dale Cahall